

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:	:	Chapter 7
	:	
STUDENT FINANCE CORPORATION,	:	Case No 02-11620 (KJC)
	:	
Debtor	:	Related Docket No. _____
	:	
CHARLES A STANZIALE, JR.,	:	
CHAPTER 7 TRUSTEE OF STUDENT	:	
FINANCE CORPORATION	:	
	:	Adv. Pro. No 04-58003
Plaintiff,	:	
	:	Civil Action No. 05-72 (JJF)
v	:	
	:	
McGLADREY & PULLEN LLP, <i>et al</i>	:	
	:	
Defendants.	:	
	:	

ORDER APPROVING SETTLEMENT

The Court having considered the Motion of Charles A. Stanziale, Jr., as Chapter 7 Trustee ("Trustee") of Student Finance Corporation, dated August 21, 2007, for Approval of Settlement with McGladrey & Pullen LLP, Freed Maxick & Battaglia CPAs PC, Freed Maxick Sachs & Murphy, P.C., and Michael Aquino (collectively, the "Accountants"), pursuant to Bankruptcy Rule 9019 (the "Motion"); and a hearing on the Motion having been held before the Court on September 13, 2007, and good and sufficient notice of the hearing and of the Motion having been given; and the Court having given due consideration to any responses to the Motion, and it appearing that there is good cause to grant the relief requested in the Motion and that the approval of the Motion is in the best interests of the estate, now therefore it is hereby

ORDERED, ADJUDGED and DECREED THAT the Motion is granted in all respects, and it is further

ORDERED that the Trustee-Royal-Accountants Agreement (as defined in the Motion) is approved and the Trustee is authorized and directed to take all actions necessary to consummate the settlement on the terms and in the manner set forth in the Trustee-Royal-Accountants Agreement, and it is further

ORDERED that the Trustee-Royal-Accountants Agreement shall be binding upon all parties thereto in accordance with its terms, and shall be fully enforceable by the parties thereto upon entry of this Order, and it is further

ORDERED that all persons and entities are permanently barred from asserting or prosecuting against the Accountant Releasees, as defined in the Motion, any claim for indemnity or contribution, however denominated, based upon, arising out of, or relating to claims or allegations asserted by, or which could have been asserted by, the Trustee related to SFC, including without limitation those claims or allegations asserted by, or which could have been asserted by, the Trustee in *In re Student Finance Corp.*, No. 02-11620 (Bankr. D. Del.); *Charles A. Stanziale, Jr., Chapter 7 Trustee, etc. v. McGladrey & Pullen, LLP et al.*, No. 04-58003-DDS (Bankr. D. Del.); *Royal Indemnity Company v. Pepper Hamilton LLP et al.*, Civ. No. 05-165- JJF (D. Del.); *Charles A. Stanziale, Chapter 7 Trustee v. Career Path Training Corporation, et al.*, Case No. 02-11620, Adv. Proceeding No. 04-56414 (Bankr. D. Del.); *Charles A. Stanziale, Chapter 7 Trustee v. Andrew N. Yao, et al.*, Case No. 02-11620, Adv. Proceeding No. 04-55218 (Bankr. D. Del.); *Charles A. Stanziale, Chapter 7 Trustee v. Pepper Hamilton LLP, et al.*, Civ. Action No. 04-1551-JJF (D. Del.); *Charles A. Stanziale, Chapter 7 Trustee v. Alexandria*

Karlsen a/k/a Alexandria Karlsen Wolfe, et al., Case No. 02-11620, Adv. Proceeding No. 04-55635 (Bankr. D. Del.); *Charles A. Stanziale, Chapter 7 Trustee v. Franklin Career Services, Inc.*, et al., Case No. 02-11620, Adv. Proceeding No. 04-56416 (Bankr. D. Del.); *Charles A. Stanziale, Chapter 7 Trustee v. Mandalay Corp. d/b/a Mandalay Bay Resort & Casino*, Case No. 02-11620, Adv. Proceeding No. 04-56483 (Bankr. D. Del.); *Charles A. Stanziale, Chapter 7 Trustee v. SWH Funding*, Case No. 02-11620, Adv. Proceeding No. 04-56478 (Bankr. D. Del.), or in any action involving a person with whom the Trustee has entered into a tolling agreement. Any joint tort-feasor (as defined in the Trustee-Royal-Accountants Agreement) so barred shall be entitled to a judgment reduction to the extent of the "Bar Amount," as defined in, and under the conditions set forth in, the Trustee-Royal-Accountants Agreement, and it is further

ORDERED that this Court shall retain jurisdiction to consider and resolve any disputes arising under or relating to the Trustee-Royal-Accountants Agreement, as well as any disputes arising under or relating to the agreement among Royal and the Accountants which was entered into contemporaneously therewith.

Dated: _____, 2007
Wilmington, Delaware

United States Bankruptcy Judge